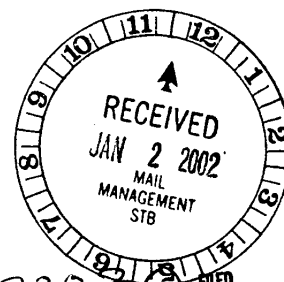




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



RECORDATION NO. 73829 FILED
JAN 16 '02 10-18 AM
SURFACE TRANSPORTATION BOARD

October 16, 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of August 9, 2001 between the following parties:

Lessee: Virginia Pacific Corporation
204 South Main Street
Emporia, VA 23847

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated August 9, 2001 related to forty (40) railcars bearing reporting marks VPCX 503011-504246, sporadic.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 16866 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 23830 FILED

JAN 6 '02

10-18AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 9th day of August, 2001, is intended to evidence the lease dated as of August 9, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **VIRGINIA PACIFIC CORPORATION**, a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ~~thirty~~ ^{thirty (30)} railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: 

Name: Kenneth W. Miller, Jr.

Title: Executive Vice President

Date: August 9, 2001

VIRGINIA PACIFIC CORPORATION

By: 

Name: B.K. Glover

Title: President

Date: 9-18-01

STATE OF OHIO

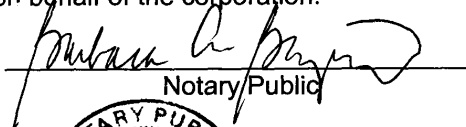
COUNTY OF HAMILTON

)
) SS:
)

The foregoing instrument was acknowledged before me this 9th day of August, 2001, by Kenneth W. Miller, Jr., the Executive Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006


Notary Public



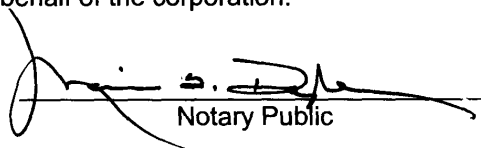
BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

COMMONWEALTH OF VIRGINIA

City
COUNTY OF Emporia

)
) SS:
)

The foregoing instrument was acknowledged before me this 18th day of ~~August~~ ^{September}, ~~2001~~ ^{MD}, by B.K. Glover, the President of Virginia Pacific Corporation, a Virginia corporation, on behalf of the corporation.


Notary Public

My Commission expires:

12-31-02

EXHIBIT A

To the Memorandum of Lease dated August 9, 2001, between Joseph Transportation Services, Inc. and Virginia Pacific Corporation.

DESCRIPTION OF UNITS

Forty (40) railcars bearing reporting marks as follows:

VPCX	503011	VPCX	503495
VPCX	503070	VPCX	503509
VPCX	503096	VPCX	503525
VPCX	503118	VPCX	503533
VPCX	503126	VPCX	503541
VPCX	503134	VPCX	503550
VPCX	503177	VPCX	503568
VPCX	503185	VPCX	503576
VPCX	503193	VPCX	503631
VPCX	503266	VPCX	503665
VPCX	503274	VPCX	503738
VPCX	503312	VPCX	503754
VPCX	503321	VPCX	503797
VPCX	503339	VPCX	503851
VPCX	503347	VPCX	503886
VPCX	503355	VPCX	503932
VPCX	503398	VPCX	503941
VPCX	503428	VPCX	504092
VPCX	503436	VPCX	504203
VPCX	503487	VPCX	504246

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002